

**BYLAWS
OF
SULLY STATION SWIM TEAM, INC.**

ARTICLE I

Name and Offices

1.1 Name. The name of this corporation is **SULLY STATION SWIM TEAM, INC.**

1.2 Offices. The principal office of the Corporation is at 5101 Sequoia Farms Drive, Centreville, VA 20120. The Corporation also may have offices at such other places as the Board of Directors may from time to time appoint or which the purposes of the Corporation may require.

ARTICLE II

Corporate Purposes and Activities

The Corporation is formed for the purposes of engaging in, and supporting other organizations which engage in, charitable, scientific and educational activities, and fostering national or international amateur sports competition, within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986 (or corresponding section of any future Federal tax code).

The Corporation shall have the power to transact any and all lawful business not required to be specifically stated in these bylaws, provided that such business and activities shall be limited to the exercise of only such powers as are in the furtherance of exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, or corresponding section of any future Federal tax code.

ARTICLE III

Members

The Corporation shall have no members, as permitted by Section 13.1-837 of the Code of Virginia of 1950, as amended, and as stated in the Articles of Organization.

ARTICLE IV

Board of Directors

4.1 General Powers. The business and affairs of the Corporation shall be managed by, and under the direction of, its Board of Directors. The Directors shall act in all cases as a board, and they may adopt such rules and regulations for the conduct of their meetings and the management of the Corporation as they may deem proper, not inconsistent with these bylaws and the laws of this State.

4.2 Number, Tenure and Qualifications. The number of Directors of the Corporation shall be three. Each of these individuals shall serve in such capacity until such time as he or she resigns or is removed from the Board of Directors (as provided in Sections 4.13 and 4.14 herein) or until such time as he or she may die. Unless otherwise provided by a resolution adopted by at least two thirds of all directors entitled to vote, a director's term of office shall automatically cease at such time as he or she is no longer a resident of Sully Station.

4.3 Chairman of the Board. The Directors may elect one of their members to be Chairman of the Board of Directors. The Chairman shall be subject to the control of and may be removed by the Board of Directors. He shall perform such duties as may from time to time be assigned to him by the Board.

4.4 Regular Meetings. A regular meeting of the Directors shall be held without other notice than this bylaw on the second Tuesday of October at the principal office of the Corporation or such other location and at such time as the Directors shall decide. The Directors may provide, by resolution, the time and place for holding of additional regular meetings without other notice than such resolution.

4.5 Special Meetings. Special meetings of the Directors may be called by or at the request of the Chairman of the Board of Directors or any two directors. The person or persons authorized to call special meetings of the Directors may fix the place for holding any special meeting of the Directors called by them.

4.6 Notice. The Secretary, or in his absence, any other officer of the Corporation shall give each Director notice of any special meeting at least 10 days prior thereto by written notice delivered personally, or by mail, to each Director at his address of record as maintained in the Corporate record book.. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid... A notice of the date, time, place or purpose of a regular or special meeting of the board of directors may also be given by a form of electronic transmission consented to by the director to whom the notice is given. Any such consent of a director shall be revocable by the director by written notice to the corporation. Any such consent shall be deemed revoked if (i) the corporation is unable to deliver by electronic transmission two consecutive notices given by the corporation in accordance with such consent and (ii) such inability becomes known to the secretary or other person responsible for the giving of notice; however, the inadvertent failure to treat such inability as a revocation shall not invalidate any meeting or other action. Notice given by electronic transmission shall be deemed given: (a) if by facsimile telecommunication, when

directed to a number at which the director has consented to receive notice; (b) if by electronic mail, when directed to an electronic mail address at which the director has consented to receive notice; (c) if by a posting on an electronic network together with separate notice to the director of such specific posting when such notice is directed to an address at which the director has consented to receive notice, upon the later of such posting or the giving of such separate notice; and (d) if by any other form of electronic transmission, when consented to by the director. An affidavit of the secretary or other agent of the corporation that the notice has been given by a form of electronic transmission shall, in the absence of fraud, be prima facie evidence of the facts stated therein. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Unless otherwise stated in the notice thereof, any and all business may be transacted at any meeting without specification of such business in the notice.

4.7 Quorum and Organization of Meetings. At any meeting of the Directors a majority shall constitute a quorum for the transaction of business, but if less than said number is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. Meetings shall be presided over by the Chairman of the Board, if any, or in his absence by such other person as the Directors may select. The Secretary of the Corporation shall act as Secretary of the meeting, but in his absence the Chairman of the meeting may appoint any person to act as Secretary of the meeting.

4.8 Manner of Acting. Except as otherwise stated in the notice thereof, any and all business may be transacted at any meeting without specification of such business in the notice.

A majority of the Directors present at a notice. A majority of the Directors present at a meeting at which a quorum is present may decide any question brought before such meeting.

4.9 Committees. The Board of Directors may, by resolution passed by a majority of the whole Board, designate one or more committees. Each committee must consist of at least one Director and may consist of one or more persons designated and approved by the Board. The Board may designate one or more Directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. Any such committee, to the extent provided in the resolution of the Board of Directors, shall have and may exercise all the powers and authority of the Board of Directors in the management of the business, property, and affairs of the Corporation (consistent with the Corporation's charitable purposes), and may authorize the seal of the Corporation to be affixed to all papers which may require it; but no such committee shall have power or authority to amend the Articles of Incorporation of the Corporation, approve any merger, recommend the sale, lease, or exchange of all or substantially all of the Corporation's property and assets, or amend these bylaws. Each committee established by the Board of Directors pursuant to these bylaws may fix its own rules and procedures. Notice of meetings of committees, other than of regular meetings provided for by the rules, shall be given to committee members. Unless otherwise provided by the Board of Directors, each member of a committee shall have one vote on all matters put before the committee. A committee which consists of both a Director(s) and other persons cannot conduct a meeting unless at least one Director appointed to such committee is present. All action taken by committees shall be recorded in minutes of the meetings.

4.10 Action Taken Without a Meeting. Any action that may be taken by the Board of Directors or any committee designated by the Board at a meeting may be taken without a meeting if a consent in writing, setting forth the action so to be taken, shall be signed before such action by all of the Directors or members of a committee.

4.11 Telephone Meetings. Nothing contained in these bylaws shall be deemed to restrict the power of members of the Board of Directors, or any committee designated by the Board, to participate in a meeting of the Board, or committee, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other.

4.12 Newly Created Directorships and Vacancies. Newly created directorships resulting from an increase in the number of Directors and vacancies occurring in the board for any reason may be filled by a vote of a majority of the Directors then in office, even though less than a quorum exists. Unless otherwise provided by a resolution adopted by at least two thirds of all Directors entitled to vote, a vacancy in the board which occurs for any reason may be filled only with an individual who is a resident of Sully Station. A Director elected to fill a vacancy caused by resignation, death or removal shall be elected to hold office for such period of time as prescribed by the Board of Directors.

4.13 Removal of Directors. A majority of the Directors may remove any Director at any time upon a showing of good cause.

4.14 Resignation. A Director may resign at any time by giving written notice to the Board, the President or the Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

4.15 Compensation. No compensation shall be paid to Directors, as such, for their services.

ARTICLE V

Officers

5.1 Number. The officers of the Corporation shall be the President, Secretary, Treasurer, and such other officers with such power and duties not inconsistent with these bylaws as may be appointed and determined by the Board of Directors.

5.2 Election and Term of Office. The officers of the Corporation to be elected by the Directors shall be elected annually at the first regular meeting of the Directors held in October of each year. If the election of the officers shall not be held at such meeting, such election shall be held as soon thereafter as is convenient. Each officer shall hold office until his successor shall have been duly elected or until his death or until he shall resign or shall have been removed in the manner hereinafter provided.

5.3 Removal. Any officer or agent elected or appointed by the Directors may be removed by the Directors, with or without cause, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

5.4 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Directors for the unexpired portion of the term.

5.5 President. The President shall have and exercise general charge and supervision of the affairs of the Corporation and shall do and perform such other duties as may be assigned to him by the Board of Directors.

5.6 Secretary. The Secretary shall keep the minutes of the Directors meetings in one or more books provided for that purpose, see that all notices are duly given in accordance with the provisions of these bylaws or as required, be custodian of the corporate records and of the seal of the Corporation and keep a register of the post office address of each Director which shall be furnished to the Secretary by each Director, have general charge of the records of the Corporation and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Directors.

5.7 Treasurer The Treasurer shall have the custody of all funds, property, and securities of the Corporation, subject to such regulations as may be imposed by the Board of Directors. He may be required to give bond for the faithful performance of his duties, in such sum and with such sureties as the Board of Directors may require. When necessary or proper, he may, on behalf of the Corporation, endorse for collection any checks, notes and other obligations, and shall deposit the same to the credit of the Corporation at such bank or banks or depository as the Board of Directors may designate. He shall sign all receipts and vouchers and, together with such other officer or officers, if any, as shall be designated by the Board of Directors or these bylaws, shall make such payments as may be necessary or proper to be made on behalf of the Corporation. He shall enter regularly on the books of the Corporation to be kept by him for that purpose, a full and accurate account of all monies and obligations received and paid or incurred by him for or on account of the Corporation, and he shall exhibit such books at all reasonable times to any director on application at the offices of the Corporation. He shall, in general, perform all the duties incident to the office of treasurer, subject to the control of the Board of Directors. At the expiration of his term of office, he shall deliver over to his

successor all books, monies, and other property, or in the absence of the Treasurer-elect, to the President.

5.8 Assistant Secretaries and Assistant Treasurers. Assistant Secretaries and Assistant Treasurers shall be elected at the pleasure of the Directors and shall have such powers and shall perform such duties as shall be assigned to them, respectively, by the Directors or the President.

5.9 Salaries. Unless otherwise approved by a majority of the Board of Directors, no compensation or salary shall be paid to officers, as such, for their services.

ARTICLE VI

Dissolution

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all the assets of the Corporation and shall distribute the proceeds (and any assets not disposed of) to another corporation or organization that is organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code as the Board of Directors shall determine.

ARTICLE VII

Agents and Representation: Executive Director

The Board of Directors may appoint such agents and representatives of the Corporation to perform such acts or duties on behalf of the Corporation as the Board of Directors may see fit, consistent with these by laws. Such agents or representatives may include an employed general manager of the Corporation who shall be called its Executive Director.

ARTICLE VIII

Contracts

The Board of Directors, except as in these bylaws otherwise provided, may authorize any officer, agent or employee to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to a specific instance. Unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or render it liable monetarily for any purpose or to any amount.

ARTICLE IX

Fiscal Year

The fiscal year of the Corporation shall commence on January 1st of each year and end on December 31st.

ARTICLE X

Prohibition Against Sharing in Corporate Earnings

No director, officer, employee, agent or representative of the Corporation, or any other private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation; provided, however, that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes as shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation.

ARTICLE XI

Investments

The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments which a director is or may be permitted by law to make or similar restriction; provided, however, that no action shall be taken by or on behalf of the Corporation if such is a prohibited transfer or would result in the denial or loss of the tax exemption granted under Section 503 of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

Article XII

Amendments

The Board of Directors shall have the power to make, alter, amend, and repeal the bylaws of the Corporation by affirmative vote of a majority of the Board.

Article XIII

Exempt Activities

Notwithstanding any other provision of these bylaws, no director, officer, employee, agent or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code of 1986 and its Regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170 (c) (2) of such Code and Regulations as they now exist or as they may hereafter be amended. In addition, no part of the net earnings of the Corporation shall

inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in, (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1986, or corresponding section of any future Federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1986, or corresponding section of any future Federal tax code.

ARTICLE XIV

Seal

The Director shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Corporation, the statue of incorporation, year of incorporation and the words "Corporate Seal."

ARTICLE XV

Waiver of Notice

Unless otherwise provided by law, whenever any notice is required to be given to any Director of the Corporation under the provisions of these bylaws or under the provisions of the Articles of Incorporation, a waiver thereof in writing, signed by the person or persons

entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XVI

CONTROLLING LAW

Section 1. Nonstock Corporation Act and Articles. Each of the provisions of these Bylaws shall be subject to and controlled by specific provisions of the Virginia Nonstock Corporation Act or the Articles of Incorporation which relate to their subject matter, and shall also be subject to any exceptions or more specific provisions dealing with the subject matter appearing in these Bylaws, as amended from time to time.

SECRETARY'S CERTIFICATE

I, _____, Secretary of Sully Station Swim Team, Inc., formed and existing under the laws of the Commonwealth of Virginia (the "Corporation"), do hereby certify that the foregoing is a true and complete copy of the Bylaws of the Corporation as adopted and approved by the Board of Directors of the Corporation on _____

IN WITNESS WHEREOF, I have hereunder subscribed my name as of this ____
Day of _____, 20__.